

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Gary S. Lee

Charles L. Kerr

J. Alexander Lawrence

Kayvan B. Sadeghi

James A. Newton

*Counsel for the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
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**THE DEBTORS' EXHIBIT LIST**

Pursuant to the Scheduling Order, dated July 8, 2013 [Docket No. 4168], governing the *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval Of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Individual Investors*, [Docket No. 3929] (the “FGIC 9019 Motion”), Residential Capital, LLC, and each of its debtor affiliates (collectively, the “Debtors”), hereby identify the following exhibits that they may introduce into evidence at the hearing in connection with the FGIC 9019 Motion:

Ex. No.	Date	Bates Range	Dep. Ex. No.	Description	Admitted	Withdrawn
1	05/23/2013	N/A		FGIC Settlement Agreement [Docket No. 3929-2]		
2	11/16/2012	RC_FGIC9019_00001143 - RC_FGIC9019_00001162		Claim No. 4870 filed by Financial Guaranty Insurance Company (Residential Capital, LLC) [Docket No. 3929-6]		

Ex. No.	Date	Bates Range	Dep. Ex. No.	Description	Admitted	Withdrawn
3	11/16/2012	RC_FGIC9019_00001275 - RC_FGIC9019_00001294		Claim No. 4868 filed by Financial Guaranty Insurance Company (Residential Funding Company, LLC)		
4	11/16/2012	RC_FGIC9019_00001425- RC_FGIC9019_00001444		Claim No. 4871 filed by Financial Guaranty Insurance Company (GMAC Mortgage, LLC)		
5	03/04/2012	RC_FGIC9019_00034907 - RC_FGIC9019_00034939		Claim Nos. 6604-6654 filed by Law Debenture Trust Company of New York and Wells Fargo Bank, N.A. as Separate Trustee and Trustee (All Debtors) [Docket No. 3929-7]		
6	03/04/2012	RC_FGIC9019_00034940 - RC_FGIC9019_00035050		Claim Nos. 6655-6705 filed by U.S. Bank N.A. (All Debtors) [Docket No. 3929-8]		
7	03/04/2012	RC_FGIC9019_00035051 - RC_FGIC9019_00036436		Claim Nos. 6758-6767 and 6772-6779 filed by Bank of New York Mellon Trust Co., N.A. (Nine Debtors)		
8	12/30/2011	RC_FGIC9019_00000992 - RC_FGIC9019_00001044		Complaint, FGIC v. Residential Funding Co. et al, No. 11-cv-09736 (SDNY Dec. 30, 2011) [removed from NY Sup Ct. 653303-2011]		
9	12/30/2011	RC_FGIC9019_00000286 - RC_FGIC9019_00000327		Complaint, FGIC v. Residential Funding Co. et al, No. 11-cv-09737 (SDNY Dec. 30, 2011) [removed from NY Sup Ct No. 653304-2011]		
10	01/13/2012	RC_FGIC9019_00001465 - RC_FGIC9019_00001537		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-00339 (SDNY Jan. 13, 2012) [removed from NY Sup Ct. 653622-2011]		
11	01/13/2012	RC_FGIC9019_00001617 - RC_FGIC9019_00001695		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-00340 (SDNY Jan. 13, 2012) [removed from NY Sup Ct. 653621-2011]		
12	01/13/2012	RC_FGIC9019_00000107 - RC_FGIC9019_00000185		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-00338 (SDNY Jan. 13, 2012) [removed from NY Sup Ct. 653623-2011]		
13	01/13/2012	RC_FGIC9019_00001756 - RC_FGIC9019_00001822		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-00341 (SDNY Jan. 13, 2012) [removed from NY Sup Ct. 653493-2011]		
14	01/31/2012	RC_FGIC9019_00000634 - RC_FGIC9019_00000697		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-CIV-0780 (SDNY Jan. 31, 2012)		
15	03/05/2012	RC_FGIC9019_00000401 - RC_FGIC9019_00000494		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-01601 (SDNY Mar. 5, 2012)		
16	03/06/2012	RC_FGIC9019_00000009 - RC_FGIC9019_00000106		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-01658 (SDNY Mar. 6, 2012)		
17	03/12/2012	RC_FGIC9019_00000495 - RC_FGIC9019_00000598		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-01818 (SDNY Mar. 12, 2012)		
18	03/13/2012	RC_FGIC9019_000001876 - RC_FGIC9019_00001973		Complaint, FGIC v. Ally Fin. Inc., et al, No. 12-cv-01860 (SDNY Mar. 13, 2012)		
19	03/30/2012	RC_FGIC9019_00000704 - RC_FGIC9019_00000803		Amended Complaint, FGIC v. Ally Fin. Inc., et al, 11-cv-09729 (SDNY Mar. 30, 2012)		
20	03/12/2007	RC_FGIC9019_00005199 - RC_FGIC9019_00005218		RASC 2007-EMX1 Assignment and Assumption Agreement		
21	02/01/2007	RC_FGIC9019_00005252 - RC_FGIC9019_00005406; RC_FGIC9019_00005721 - RC_FGIC9019_00005815		RASC 2007-EMX1 Pooling and Servicing Agreement		
22	03/08/2007	RC_FGIC9019_00005407 - RC_FGIC9019_00005720		RASC 2007-EMX1 Prospectus Supplement and Prospectus		
23	02/24/2006	RC_FGIC9019_00004186 - RC_FGIC9019_00004219		RFMSII 2006-HSA2 Home Equity Loan Purchase Agreement		
24	02/22/2006	RC_FGIC9019_00003625 - RC_FGIC9019_00003926		RFMSII 2006-HSA2 Prospectus Supplement and Prospectus		
25	06/28/2007	RC_FGIC9019_00003515 - RC_FGIC9019_00003551		GMACM 2007-HE2 Mortgage Loan Purchase Agreement		
26	03/29/2005	RC_FGIC9019_00009451 - RC_FGIC9019_00009489		GMACM 2005-HE1 Mortgage Loan Purchase Agreement		

Ex. No.	Date	Bates Range	Dep. Ex. No.	Description	Admitted	Withdrawn
27	03/29/2005	RC_FGIC9019_00009586 - RC_FGIC9019_00009658; RC_FGIC9019_00029797 - RC_FGIC9019_00029827		GMACM 2005-HE1 Indenture		
28	01/01/2006	RC_FGIC9019_00002224 - RC_FGIC9019_00002353		RFMSII 2006-HSA1 Pooling and Servicing Agreement		
29	03/29/2056	RC_FGIC9019_00009531 - RC_FGIC9019_00009585; RC_FGIC9019_00009659 - RC_FGIC9019_00009670		GMACM 2005-HE1 Servicing Agreement		
30	02/11/2013; 03/01/2013	N/A		Engagement Letter for Lewis Kruger as amended [Docket No. 2887-5 & 3074-1]		
31	03/05/2013	N/A		Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer [Docket No. 3103]		
32	05/23/2013	RC_FGIC9019_00033899-RC_FGIC9019_00034122		Email to ResCap LLC Board attaching Rescap Supplemental Term Sheet May 23 2013.pdf; 3814 - Global PSA Motion - MERGED.pdf; FGIC ResCap Settlement Agreement (Execution Version) FINAL.pdf		
33	05/29/2013	N/A		Affirmation of Gary T. Holtzer, Case No. 401265-2012 (Sup. Ct., N.Y. Cnty.) [Docket No. 3929-10]		
34	06/07/2013	N/A		D'Vari Schedule 1 [Docket No. 3929-5]		
35	06/07/2013	N/A		D'Vari Schedule 2 [Docket No. 3929-5]		
36	06/07/2013	N/A		D'Vari Schedule 3 [Docket No. 3929-5]		
37	06/07/2013	N/A		D'Vari Schedule 4 [Docket No. 3929-5]		
38	06/07/2013	N/A		D'Vari Schedule 5 [Docket No. 3929-5]		
39	06/07/2013	N/A		D'Vari Schedule 6 [Docket No. 3929-5]		
40	06/07/2013	N/A		D'Vari Schedule 7 [Docket No. 3929-5]		
41	06/07/2013	N/A		D'Vari Schedule 8 [Docket No. 3929-5]		
42	06/07/2013	N/A		D'Vari Schedule 9 [Docket No. 3929-5]		
43	07/31/2012	N/A		Revised Joint Omnibus Scheduling Order and Provisions for Other Relief Regarding (i) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (ii) the RMBS Trustees' Limited Objection to the Sale Motion [Docket No. 945]		
44	06/10/2013	CQS000001676-CQS000001679		Email chain between David Williams and David Lawrence		
45	06/10/2013	CQS000001700-CQS000001702		Email chain between David Williams and David Lawrence		
46	06/10/2013	CQS000001709-CQS000001710		Email chain between David Williams and David Lawrence		
47	06/10/2013	CQS000001711-CQS000001712		Email chain between David Williams and David Lawrence		
48	06/10/2013	CQS000001670-CQS000001671		Email chain between David Williams and David Lawrence		
49	06/10/2013	CQS000000605-CQS000000703		Email chain between David Williams and David Lawrence		
50	06/11/2013	CQS000000704-CQS000000708		Email chain between David Williams and Evan Lederman		
51	06/11/2013	CQS000001201-CQS000001669		Email chain between David Williams and Patrick Dennis		
52	05/24/2013	CQS000000061		Email chain among David Williams, Aaron Malik, Bill Murray and Justin Ryan		
53	12/26/2012	N/A		Order Appointing Mediator [Docket No. 2519]		
54	05/25/2012	N/A		Declaration of Jeffrey A. Lipps [Docket No. 320-9]		
55	09/28/2012	N/A		Supplemental Declaration of Jeffrey A. Lipps [Docket No. 1887-4]		

Ex. No.	Date	Bates Range	Dep. Ex. No.	Description	Admitted	Withdrawn
56	01/15/2013	N/A		Reply Declaration of Jeffrey A. Lipps [Docket No. 2805]		
57	09/21/2012	N/A		Third Amended and Restated RMBS Trust Settlement Agreement, by and between Residential Capital, LLC and its direct and indirect subsidiaries and the Institutional Investors [Docket No. 1887-2]		
58	09/20/2012	N/A		Third Amended and Restated RMBS Trust Settlement Agreement, by and between Residential Capital, LLC and its direct and indirect subsidiaries and the Institutional Investors [Docket No. 1887-3]		
59	06/11/2013	N/A		Declaration of Ron D'Vari in Support of Debtors' Application for an Order Under Bankruptcy Code Sections 327(a) and 328(a) Authorizing the Employment and Retention of Newoak Capital Advisors LLC as Consultant <i>Nunc Pro Tunc</i> To May 24, 2013 [Docket No. 3953-2]		

The Debtors reserve the right to introduce any exhibit identified by any other party to these proceedings on their exhibit lists in connection with the FGIC 9019 Motion.

Dated: New York, NY  
July 31, 2013

Respectfully submitted,

/s/ Gary S. Lee  
Gary S. Lee  
Charles L. Kerr  
J. Alexander Lawrence  
Kayvan B. Sadeghi  
James A. Newton

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